



Constitution & By-Laws

N.A.P.S First Nations Police Association

Date: June 24, 2024

ENACTED as By-law No. 1 of the N.A.P.S First Nations Police Association (the
“Association”)

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ARTICLE 1

NAME

- 1.1 The name of the Association is the N.A.P.S First Nations Police Association.

ARTICLE 2

HEAD OFFICE

- 2.1 The head office of the Association shall be in the City of Thunder Bay, Province of Ontario.

ARTICLE 3

OBJECTIVES

- 3.1 The objectives of the Association are as follows:
- 3.1.1 To unite and to promote the mutual interest of its Members; to elevate the standards of the policing profession; and, to provide support and financial assistance in accordance with the Constitution and By-laws of this Association.
 - 3.1.2 To bargain collectively and act as a collective bargaining agency; to act as a representative body in matters pertaining to the welfare of the individual and collective membership as their interests may appear; to offer moral, financial and representative strength to the Members in accordance with the By-laws of this Association.
 - 3.1.3 To enter into arrangements with any authorities, Federal, Provincial, local or otherwise, that may seem conducive to the Association's objectives, and to obtain from such authority any rights, privileges and concessions which the Association may think is desirable to obtain and carry out, and to exercise and comply with any such arrangements, rights, privileges, and concessions.
 - 3.1.4 To subscribe to any program authorized by the membership in order to promote the interests of the Members of the Association; to raise funds consistent with the directives of the general membership.
 - 3.1.5 To encourage and promote co-operative enterprise and security within the membership and to do all such things as are incidental or conducive to attainment of the objectives therein.
- 3.2 For the attainment of the above Objectives and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Act or any other statutes or

laws from time to time applicable and in particular, without limiting the generality of the foregoing:

- 3.2.1 To accumulate from time-to-time part of the fund or funds of the Association and income therefrom subject to any statutes or laws from time to time applicable;
- 3.2.2 To invest and re-invest the funds of the Association in such manner as is consistent with and in accord with the Association's governing principles as established from time to time;
- 3.2.3 To enter into agreements, contracts and undertakings incidental to the Association's objectives and purposes. Including the ability to advocate for First Nations Policing issues, at all levels of government, with, and on behalf of, other members of similarly situated policing organizations;
- 3.2.4 To borrow money upon the credit of the Association;
- 3.2.5 To limit or increase the amount to be borrowed;
- 3.2.6 To exercise these powers and advance these objects in a manner consistent with any guidelines provided from time to time in writing by the Board of Directors.

ARTICLE 4

DEFINITIONS AND INTERPRETATION

- 4.1 Definitions: In this By-law, unless the context otherwise specifies or requires:
 - 4.1.1 **"Act"** means the Ontario *Not-for-profit Corporations Act, 2010*, S.O. 2010, c.15., as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as referenced to the substituted provisions therefore in the new statute or statutes;
 - 4.1.2 **"Annual Meeting"** means a meeting of the Members held by the Association in accord with this By-Law and pursuant to the Act;
 - 4.1.3 **"Articles of Incorporation"** means the Articles of Incorporation, including any supplementary Articles, of the Association;
 - 4.1.4 **"Board" or "Board of Directors"** means the board of directors of the Association as set out herein;
 - 4.1.5 **"By-law"** means the Constitution and By-laws of the Association as may be amended from time to time;
 - 4.1.6 **"Director"** means an individual who is a member of the Board pursuant to Article 7.2 herein;

4.1.7 **“Member”** means the members of the Association, comprising the persons described in Article 5;

4.1.8 **“Membership Dues”** means a membership dues charged by the Board and payable by a Member pursuant to Article 15;

4.1.9 **“Officers”** means the officers of the Association;

4.1.10 **“President”** means the president of the Association as elected pursuant to Article 9;

4.1.11 **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;

4.1.12 **“Secretary”** means the secretary of the Association elected by the Board pursuant to Article 9;

4.1.13 **“Special General Meeting”** means a General Meeting called expressly either by the President or the Board pursuant to Article 13.4;

4.1.14 **“Sworn Police Officer”** means a police officer of N.A.P.S who is a Member of the Association;

4.1.15 **“Civilian”** means a Civilian employee of N.A.P.S, who is a Member of the Association, and who is not a Sworn Police Officer and excludes summer students;

4.1.16 **“Special Constable”** means a Civilian employee of N.A.P.S, who is a Member of the Association;

4.1.17 **“Vice-President”** means the Vice-President of the Association elected pursuant to Article 9;

4.2 Interpretation: This Constitution shall be, unless the context otherwise requires, construed, and interpreted in accordance with the following:

4.2.1 All terms contained herein which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;

4.2.2 Words in one gender include all genders and words in the singular include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

4.2.3 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 5 MEMBERSHIP

5.1 Composition:

Membership in the Association shall be made of the following:

5.1.1 Member: The membership is comprised of all members of The Nishnawbe Aski Police Service, except those represented by a separate bargaining agent, and subject to the Constitution and By-laws.

5.1.2 Honourary Member: The Board may, from time to time, grant honorary membership to individuals who have distinguished themselves or made a special contribution to the Police Service or the Association. This class of membership is for recognition purposes only and does not grant the holder any privileges, including the right to vote.

5.2 Corporations

Corporations are not eligible for membership in the Association.

5.3 Voting:

Each Member shall be entitled to one vote.

5.3.1 Votes of the Members can either be by a show of hands or cast by ballot (including electronic ballot), as may be approved by the Board of Directors or President.

5.4 Transfer of Membership:

Membership in the Association is not transferable.

5.5 Termination of Membership:

Membership in the Association automatically terminates upon the happening of any of the following events:

5.4.1 If the Member is no longer an employee of The Nishnawbe Aski Police Service;

5.4.2 If the Member dies;

5.4.3 The Association is liquidated or dissolved pursuant to the Act.

ARTICLE 6

BOARD OF DIRECTORS

- 6.1 The assets and business of the Association shall be managed by and vested in the Board. The Board shall establish, maintain and uphold the Objectives of the Association.
- 6.2 The Board shall have those powers, rights and privileges as conferred upon and vested in corporations pursuant to the Act and, in addition, without limiting the generality of the foregoing, shall include the following:
 - 6.2.1 To govern the overall affairs of the Association;
 - 6.2.2 To establish an annual budget in relation to the affairs of the Association;
 - 6.2.3 To take any measures to control and manage the Association's business, including the development of policies, that is not inconsistent with the Act or its By-laws;
 - 6.2.4 To administer the affairs of the Association in all things and to make or cause to be made on behalf of the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally to exercise any and all such powers and to do any and all such acts and things as the Association is by its charter or otherwise authorized to exercise and do;
 - 6.2.5 The Directors shall be empowered to authorize expenditures on behalf of the Association from time to time, so long as such expenditures are considered necessary to conduct the affairs of the Association. The Directors shall have the power to retain financial, legal and other assistance and expertise;
 - 6.2.6 To collect and accept money to be used to further the Objectives of the Association and to take any and all such steps necessary to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the Objectives of the Association;
 - 6.2.7 To enter into contracts and leases, including contracts of personal service;
 - 6.2.8 To establish Membership Dues and Levy Special Assessments;
 - 6.2.9 To borrow money upon the credit of the Association up to the principal amount of \$100,000.00.
 - 6.2.10 The Board may from time to time, upon unanimous agreement of all the Directors then holding office:
 - 6.2.10.1 Limit or increase the amounts to be borrowed;
 - 6.2.10.2 Issue debentures or other securities of the Association;

- 6.2.10.3 Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 6.2.10.4 Secure any such debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Association, and the undertaking and rights of the Association;
- 6.2.11 Purchase Directors and Officers liability insurance so as to indemnify individuals who serve as such for the Association or who assume specific tasks on behalf of the Association.
- 6.2.12 To take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Association.
- 6.2.13 To establish committees from time to time and to assign Directors to the various standing committees as referenced in Article 14 herein.

ARTICLE 7

OFFICERS AND QUALIFICATION OF DIRECTORS

- 7.1 Subject to the provisions of any special resolution changing the number of Directors, the affairs of the Association shall be managed by a Board composed of six (6) Directors.
- 7.2 Directors, unless otherwise provided herein, shall be elected for a renewable term of four (4) years commencing as of the date of the first Board meeting following the election for the office of Directors at the Annual General Meeting and terminate at the commencement of the first Board meeting after the Annual General Meeting at which time the election for the office of Directors will have again taken place.
- 7.3 The Board of Directors shall consist of the following:
 - 7.3.1 President, who is an active member of the Association;
 - 7.3.2 Vice-President, who is an active member of the Association;
 - 7.3.2 One (1) Civilian Director, three (3) Sworn Directors, who are active members of the Association;
 - 7.3.3 The Board shall assign the following positions, at the first Board meeting upon the conclusion of the Annual General meeting: Director of Finance (Treasurer); Director of Communications (Secretary);

Code of Conduct and Expectations for Directors of the Board

- 7.4.1 Attend Board meetings
- 7.4.2 Be available for the SIU 'on call' function
- 7.4.3 Participate in Committee and Board discussions
- 7.4.4 Volunteer at Association Functions
- 7.4.5 Represent the Association at Provincial and National functions
- 7.4.6 Attend Association and Labour courses/conferences
- 7.4.7 Maintain the confidentiality of the Association and its members
- 7.4.8 Understand and represent the interests of Members as set out in the Association's Collective Agreements
- 7.4.9 Exercise the duties and responsibilities as representatives of the Association with integrity and dignity.
- 7.4.10 Be of good moral and respectful character

7.5 Conflict of interest (COI):

- 7.5.1 Whenever a Director has a financial or personal interest in any matter coming before the Board, the Director shall ensure that:
- 7.5.2 The COI shall be fully disclosed to the Board;
- 7.5.3 No conflicted Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting for which such matter is voted upon;
- 7.5.4 Any transaction in which a Director has a financial or personal interest shall be duly approved by the Director's not so interested or connected as being in the best interests of the Association;
- 7.5.5 The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval;
- 7.5.6 Violation of *Conflict of Interest* rules can result in the invocation of Article 8, as well as a notification to the membership.
- 7.5.7 If a Director receives an Acting assignment in a Senior Officer position (Inspector/Director) that is over 90 calendar days (consecutive) they will be placed on a Leave of Absence from the Board for the duration of the assignment.

7.6 – Directors of the Board

7.6.1 President

The President shall:

Primary Functions:

Shall report directly to the Board of Directors.

Chief Executive Officer of the Association and presides over all Association activities;

Ensures all activities are conducted within proper Financial, Legal and Labour related parameters.

Chief spokesperson of the Association.

Assists Board of Directors regarding development of Association goals and policies in all areas.

Coordinates and directs the negotiation of collective agreements for the general benefit of the membership.

Labour

Remains knowledgeable in all labour relations matters involving Association Members.

Remains familiar with all grievance matters and provides guidance and advice.

Collective Bargaining

Chair of the Bargaining Committee and having overall responsibility for coordinating and directing negotiations of the Collective Agreements, in consultation with the Bargaining Committee.

Presents bargaining demands to the membership and seeks approval (from each respective collective agreement) of same. Communicates with membership and presents final proposals for ratification.

Administration and Finances

Presides at all meetings of the Association: makes rulings on protocol and parliamentary procedures, interprets Association's Constitution and Bylaws.

Reviews and approves on behalf of the Board of Directors all documents pertaining to the business of the Association.

Chairs all Board of Directors meetings; prepares documentation and agendas.

A member of all committees of the Association.

Communications

Directs a public relations program for the Association and assists in its development. Maintains contact with all media outlets.

Maintains relationships with all other Police Associations.

Yearly Honorarium: 15% of the annual salary of a First Class Constable.

7.6.2 **Vice President**

The Vice-President shall:

In the absence or incapacitation of the President, the Vice-President shall Chair the Board meetings & perform all the duties of the President.

If the office of the President falls vacant, the Vice-President shall assume the position of President, until a new President is elected (as per Article 9)

Yearly Honorarium: 10% of the annual salary of a First Class Constable.

7.6.3 **Director of Communications (Secretary)**

The Director of Communications, who is determined by Board, shall:

Recording all facts and minutes of all proceedings in the record management system kept for those purposes;

be the custodians of all versions (electronic or otherwise) of books, papers, records, contracts and other documents belonging to the Association;

Yearly Honorarium: 7.5% of the annual salary of a First Class Constable.

7.6.4 **Director of Finance (Treasurer)**

The Treasurer shall:

Keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board;

Disburse the funds of the Association under the direction of the Board, taking proper vouchers for the funds and shall render to the Board at its regular meetings or whenever required, an account of all transactions as treasurer, and of the financial position of the Association;

Prepare and present a financial statement and budget for presentation to the membership at the Annual General Membership Meeting;

Present a summary financial report at any meeting, upon request of the Board;

Yearly Honorarium: 7.5% of the annual salary of a First Class Constable.

- 7.6.5 All remaining Directors shall receive the following Yearly Honorarium: 5% of the annual salary of a First Class Constable.

ARTICLE 8 REMOVAL OF DIRECTOR FROM OFFICE

- 8.1 A Director shall cease to hold office as a Director in the following circumstances:
- 8.1.1 If a Director resigns, by delivery of a written resignation to the President of the Association;
 - 8.1.2 If the Director ceases to be a member of the Association;
 - 8.1.3 If a Director seeks to run for political office, for any level of government (or publicly funded governing body) and at all stages of the electoral process;
 - 8.1.4 A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, or who has been found to be incapable by any court in Canada or elsewhere;
 - 8.1.5 If a Director makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or takes the benefit of any act that may be enforced for bankrupt or insolvent debtors;
 - 8.1.6 Independent of the preceding subsections, a Director may also, on the unanimous vote of the remaining Directors, be suspended from active participation within the Board pending a hearing before a Special General Meeting. The Members at the Special General Meeting may by a two-thirds majority, should circumstances warrant, continue such Director under suspension and relieve them of all duties and responsibilities, or, forthwith, reinstate such Director to active duty on the Board. A Director, upon being suspended from the Board, shall cease to participate in the activity of the Board, and shall have no further responsibilities within the Board.
 - 8.1.7 During the course of a Criminal Code investigation, and the subsequent proceedings, a Director may be suspended from the Board of Directors.
 - 8.1.8 Director is removed by ordinary resolution of the Members pursuant to section 26 of the Act.
- 8.2 In the instance of a vacancy occurring in the Directors on the Board, arising within six (6) months of the most recent election of Directors pursuant to Article 9 herein, such shall be filled by a bi-election expressly called for that purpose. Should such vacancy occur at any time thereafter, and so long as a quorum of Directors continues to exist, such Board

position shall be filled by a bi-election called at the time of the next scheduled Annual General Meeting. In either instance, the bi-election shall be for the remainder of the term of the position that was vacated.

- 8.3 Any Director, on vacating an office, shall surrender all documents, monies or other property, to the Association.

ARTICLE 9 ELECTION OF THE BOARD

9.1 Election of Directors:

Subject to the provisions of the Act, the Directors for the elected positions on the Board shall be elected by the Members.

- 9.2 60 days prior to the Annual General Meeting, a communication will be sent out to the Association voting Membership; the purpose of the communication will be to advise those members who have an interest in running for the office of one of the positions on the Board, that they are required to send a letter of expression of interest to the Association 30 days prior to the Annual General Meeting. For clarity, a member can only submit an expression of interest to be elected to one (1) of the positions on the Board. Members who have met this requirement can begin campaigning thirty (30) days prior to the Annual General Meeting. At the Annual General Meeting, there shall be time allocated on the agenda for the purpose of nominations for the elected positions on the Board. All candidates must be nominated by a Member, present, at this meeting; and for those so nominated, they must be in attendance or have a letter indicating their acceptance presented to the Chair prior to the commencement of the meeting. A Member, who has sent in their expression of interest 30 days prior to the Annual General meeting, may stand for election for the office of the position they expressed said interest in, of one of the positions on the Board. In the event a member of the Board wishes to run for the office of President or Vice-President, they must vacate their office of Director at the conclusion of the AGM; should their term be incomplete, it shall be filled in accordance with Section 8.2.
- 9.3.1 At the Annual General Meeting, the President shall appoint a Returning Officer who shall prepare all ballots and ensure that balloting takes place electronically. The Returning Officer shall set up a check off system that will afford the greatest number of Members an opportunity to exercise their rights to vote.
- 9.3.2 The person elected or acclaimed into one of the Director positions shall hold office for a period of four (4) years. If there is an unexpected vacancy, the position shall be filled in accordance with Article 8.2.
- 9.4 Members running for elected positions on the Board shall follow the election guidelines as set out by the Association in effect from time to time.

- 9.5 All elections can be carried out by either direct ballot, mail out ballot, or by electronic means, or a combination thereof. The election process must be confirmed by the Board at least sixty (60) days prior to the Annual General Meeting.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

- 10.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he/she is or was a Director, Officer, or agent of the Association, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe that their conduct was unlawful.
- 10.2 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favour by reason of the fact that they are or was a Director, Officer, or agent of the Association. The Association shall indemnify against expenses including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the defence or settlement of the action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 10.3 To the extent that a Director, Officer, or agent of the Association has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Articles 10.1 and 10.2 of the present article, or in defence of any claim, issue or matter therein, they shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 10.4 Any indemnification under Article 10.1 and 10.2 of the present articles, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, or agent is proper in the

circumstances because they have met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the Members.

ARTICLE 11 INSURANCE

- 11.1 The Association shall be required to purchase and maintain insurance, if available, on behalf of all of its Directors, Officers, former Directors and former Officers against any liability incurred or alleged to have been incurred by them by reason of being or having been Directors or officers of the Association.

ARTICLE 12 MEETINGS OF THE BOARD

- 12.1 There can be four (4) in-person meetings of the Board of Directors, with one (1) in-person meeting occurring in each quarter of the fiscal year; and at least four (4) additional meetings of the Board of Directors.
- 12.2 Meetings of the Board may be called by the President on their own and must be called by the President as required by a majority request of the Board of Directors.
- 12.3 At all meetings of the Board, a quorum for the transaction of business shall require the participation of the President and in their absence the Vice-President. Meetings of the Board may be conducted in person or virtually, or a combination thereof. For clarity, virtual participation by a Director is considered 'present' for the purposes of quorum and voting. All meetings of the Board require not less than twenty-four (24) hour's notification, unless all Directors are present, and none objects to the holding of the meeting; or, all Directors who are absent from the meeting have waived notice or have otherwise signified their consent to the holding of the meeting.
- 12.4 Unless otherwise specified, every question shall be determined by a majority of votes cast at a meeting of the Board. In the event of an equality of votes, the President, as Chair, shall have a casting vote.

ARTICLE 13 MEMBER MEETINGS

- 13.1 The annual or any other general meeting of the Members shall be held at a location, or virtually (or combination thereof), within Ontario, and at such time, that will be determined by the Board. The Annual General Meeting shall be held during the last quarter of each calendar year. Notice of the date and location of the Annual General Meeting shall be posted

electronically by the President not less than ten (10) and not more than fifty (50) days prior to the meeting.

13.2 The Board may, at any time, or upon a properly placed requisition made in writing by ten percent (10%) of the membership, or more, convene a Special General Meeting. The requisition shall express the objective of the meeting proposed to be called and shall be left with the President of the Association. If the objective of the proposed special general meeting is not in conflict with other prescribed Articles of the Constitution and the Act, the Board shall convene a Special General Meeting within twenty-one (21) days of receipt of such requisition.

13.3 Notice of any General or Special General Meeting shall state the business that is to be transacted, the place and date and hour of such meeting, and such meeting shall be posted electronically not less than ten (10) and not more than fifty (50) days prior to the meeting.

13.4 The Board shall call the necessary General and/or Special General Meetings to provide for the proper operation of the Association. These meetings shall be in addition to the Annual General Meeting. The dates shall be set by the Board and posted electronically not less than ten (10) and not more than fifty (50) days prior to such meeting.

13.5 Quorum:

At all Annual, General and Special General Meetings, a quorum shall consist of 20 Active Members. All Active Members in attendance at these meetings shall have the right of vote, and in each case such vote shall be given personally, and not by proxy. For clarity, members appearing by video are counted for quorum.

13.6 Annual Budget:

At each Annual General Meeting, the Board shall present to the Members for approval a proposed budget for the upcoming year.

13.7 Rules of Order:

13.7.1 The President shall preserve order and decorum, along with deciding questions of order or practice as per the Canadian Parliament rules and procedures.

13.7.2 The President, as Chair, shall not vote on any motion unless on an equal division,

13.7.3 Every Member shall request to speak, via the Chair

13.7.4 No Member shall use improper language, nor speak beside the question in debate.

13.7.5 A motion to adjourn shall always be in order.

13.7.6 All motions before being debated shall be read by the President.

- 13.7.7 Any Member refusing to come to order, when ordered by the President (Chair) may be suspended by the President (Chair) for the session.
- 13.7.8 The foregoing rules of order shall apply at all meetings.
- 13.7.9 Where a motion or a resolution has been received at any General Meeting or Special General Meeting, and where, in the opinion of the Board, after its appropriate study, such motion or resolution if implemented, would be harmful to the interests of the Association, or impossible to implement, the Board shall return such motion or resolution together with its recommendations to the next General Meeting.
- 13.7.10 The order of business of all Association meetings should conform to the following:
- 13.7.10.1 Calling the meeting to order
 - 13.7.10.2 Adopt Minutes of previous meeting
 - 13.7.10.3 President's Report
 - 13.7.10.4 Reports of Committees
 - 13.7.10.5 Unfinished business
 - 13.7.10.6 New business
 - 13.7.10.7 Adjournment

13.8.1 Amendments to Constitution and By-laws

- 13.8.2 Changes and/or amendments to this Constitution and By-Laws will be dealt with at an Annual General Meeting, or a Special General Meeting (SGM). Any suggested changes or amendments to the Constitution and By-laws shall be submitted to the President at least forty (40) days prior to the Annual General Meeting/SGM.
- 13.8.3 Amendments to the Constitution and By-laws shall require a two thirds (2/3) majority vote of the Members present at a meeting dealing with said amendments.
- 13.8.4 The repeal or amendments of By-laws not embodied in the Articles of Incorporation shall not be enforced or acted upon until the approval of the Minister has been obtained.

13.9 Inspection of Documents

A Member shall have the right to inspect the Annual Financial Statements of the Association, the approved Minutes of the meetings of the Board of Directors, the Minutes of any Committee referenced in Article 14.1 herein within seven (7) days of a written request to inspect being provided by such Member to the President. The documents provided for inspection are not for dissemination to anyone who is not a Member of the Association.

ARTICLE 14 COMMITTEES

14.1 There shall be the following standing committees of the Association:

14.1.1 Financial:

Established for the purpose of:

- (a) Reviewing the financial statements of the Association to ensure that the financial affairs of the Association are in accordance with the operating guidelines of the Association;
- (b) Recommending strategies to improve the reporting process;
- (c) Recommending options to improve investments or increase savings;
- (d) Communicating the financial affairs of the Association to the Board;
- (e) Review budget submissions on a quarterly basis or as deemed necessary by the Chair of the Committee and submitting the budget for the next fiscal year to the Board.
- (f) Comprised of three Directors appointed by the Board of Directors. Chaired by the Finance Director. The President shall be an ex-officio member of the committee.

14.1.2 Legal

Whose mandate is to review and consider requests for assistance from our members, regarding criminal charges and policing act charges arising out of the lawful/good faith execution of their duties; and for appeals of convictions of such charges. Comprised of three Directors appointed by the Board. Financially supported by assessments as a portion of dues. The President shall also be an ex-officio member of the Committee.

14.1.3 Labour:

Whose mandate is to review and consider labour related issues (including Civilian Disciplinary matters) arising out of the Collective Agreement, bargaining, or practices of the employer. Comprised of three Directors appointed by the Board. Financially supported by assessments as a portion of dues. The President shall also be an ex-officio member of the committee.

14.1.4 Bargaining:

Acts as the collective bargaining negotiator on behalf of the members. Consists of the Board of Directors and any other individuals the committee deems necessary.

ARTICLE 15
DUES STRUCTURE OF THE ASSOCIATION

- 15.1 The membership dues payable until amended otherwise shall be as follows:
- 15.1.1 All Members shall be assessed, through payroll deduction, membership dues calculated at the rate of two percent (2%) of a first class constable salary for Sworn Members, and two percent (2%) of their respective salary for Civilian Members. One quarter of one percent (.25%) of such membership dues shall be set aside to support a Labour Issues Fund.
- 15.1.2 There shall be an additional bi-weekly assessment, through payroll deduction, of fifteen dollars (\$15) for all Sworn Members and Special Constables, which assessment shall be used to support the Legal Assistance Fund.
- 15.1.3 A member that is on Long Term Disability will have their dues reduced by half.

ARTICLE 16
EXECUTION OF DOCUMENTS

16.1 Cheques, Drafts, Notes, Etc.:

All cheques, electronic transfers, drafts or orders (not exhaustive), for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President and the Finance Chair or such officers or person or persons and in the manner from time to time prescribed by the Board.

16.2 Execution of Documents:

Documents requiring execution by the Association may be signed by the President and the Vice-President all documents so signed are binding upon the Association without any further authorization or formality. The Board may from time to time appoint any Officer or Officers or any person on behalf of the Association, either to sign documents generally or to sign specific documents.

16.3 Books and Records:

The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute are regularly and properly kept.

ARTICLE 17
BANKING ARRANGEMENTS AND ASSOCIATION FUNDS

17.1 Board Designate Bankers:

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

17.1.1 Operate the Association's accounts with the banker;

17.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money;

17.1.3 Issue receipts for and orders relating to any property of the Association;

17.1.4 Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto;

17.1.5 Authorize any Officer of the banker to do any banking business and defining the rights and powers of the parties thereto; and

17.1.6 Authorize any Officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

17.2 Deposit of Securities:

The securities of the Association shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 18 BORROWING BY THE ASSOCIATION

18.1 Board May Borrow:

18.1.1 borrow money on the credit of the Association; or

18.1.2 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association;

Provided that, except where the Association borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

18.2 Board Authorize Signatories:

From time to time the Board may authorize any Director, Officer or employee/representative of the Association or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 19 FINANCIAL YEAR

19.1 Year Selected:

The financial year of the Association shall terminate on the 31st day of August, in each year or on such other date as the Board may from time to time by resolution determine.

ARTICLE 20 DISSOLUTION

20.1 Any resolution which proposes the dissolution of the Association must clearly state the dissolution date.

20.2 All financial liabilities of the Association that exist or shall arise after the dissolution date shall be satisfied by the Board prior to any distribution. Once all liabilities have been satisfied, the remaining cash/assets of the Association shall be provided to an association having similar Objects and Principles.